

KNOW ALL MEN BY THESE PRESENTS, that PHILIP MORRIS INCORPORATED

corporation duly authorized and existing under the laws of the state of _____ and

having its principal place of business at 120 PARK AVENUE, NEW YORK, NY 10017principal, and FEDERAL INSURANCE COMPANY and _____, as sureties, are held firmly bound

(Name of Surety)

(Name of Surety)

to the people of the State of New York in the sum of \$ 98,700.00 pursuant to Section 369-e of the General Business Law; that the principal binds itself, its successors and assigns and the sureties, jointly and severally bind themselves, their heirs, executors and administrators and assigns.

THE CONDITION OF THIS OBLIGATION IS SUCH THAT:

WHEREAS, the principal has filed with the Secretary of State of the State of New York to engage in a game, contest, promotion, advertising scheme or plan pursuant to Section 369-e of the General Business Law;

NOW, THEREFORE, if the principal performs and fulfills all of the undertakings and obligations as offered in such game, contest, promotion, advertising scheme or plan and as provided in Section 369-e of the General Business Law, then this obligation shall be null and void; otherwise, it shall remain in full force and effect.

IN WITNESS WHEREOF, the principal and the sureties have signed this instrument on the day and year indicated below.

Date: _____

PHILIP MORRIS INCORPORATED

By: _____

Walter M. McDermott

Title: _____

Assistant SecretaryDate: APRIL 2, 1992FEDERAL INSURANCE COMPANY

Date: _____

Natalie ReingoldNATALIE REINGOLD, ATTORNEY-IN-FACT

STATE OF NEW YORK

COUNTY OF _____

i.e.:

On this 6th day of April, 19 92, before me personally came the above namedindividual, to me known and who, being duly sworn by me, did depose and say that (he) (she) resides at NY

and that (he) (she) is the Assistant Secretary of the corporation described in and who executed the foregoing instrument.

CLAIRE CARCICH
Notary Public, State of New York
No. 37-4966
Qualified in New York County
Commission Expires Nov. 4, 1993

Claire Carcich
(Notary Public)

STATE OF NEW YORK

COUNTY OF NEW YORK

i.e.:

On this 2ND day of APRIL, 19 92, before me personally came:NATALIE REINGOLD, residing at NEW YORK, NY, to me known

and known to be the same person described in and who executed the foregoing instrument and who acknowledged to me that (he) (she) executed the same.

D. MARISOL PLAZA
Notary Public, State of New York
No. 03-4946865
Qualified in Bronx County
Commission Expires February 6, 1993

D. Marisol Plaza
(Notary Public)

STATE OF NEW YORK

COUNTY OF _____

i.e.:

On this _____ day of _____, 19 _____, before me personally came:

_____ residing at _____, to me known and known to be the same person described in and who executed the foregoing instrument and who acknowledged to me that (he) (she) executed the same.

2045869616

POWER OF ATTORNEY

Know all Men by these Presents, That the **FEDERAL INSURANCE COMPANY**, 15 Mountain View Road, Warren, New Jersey, an Indiana Corporation, has constituted and appointed, and does hereby constitute and appoint: **Natalie Reingold, Jean M. Allen and Michael J Farley** of New York, New York-----

each its true and lawful Attorney-in-Fact to execute under such designation in its name and to affix its corporate seal to and deliver for and on its behalf as sur-
thereon or otherwise, bonds of any of the following classes, to-wit:

1. Bonds and Undertakings (other than Bail Bonds) filed in any suit, matter or proceeding in any Court, or filed with any Sheriff or Magistrate, for the do or not doing of anything specified in such Bond or Undertaking.
2. Surety bonds to the United States of America or any agency thereof, including those required or permitted under the laws or regulations relating to Custody or Internal Revenue; License and Permit Bonds or other indemnity bonds under the laws, ordinances or regulations of any State, City, Town, Village, Board or other body or organization, public or private; bonds to Transportation Companies, Lost Instrument bonds; Lease bonds; Workers' Compensation bonds; Miscellaneous Surety bonds and bonds on behalf of Notaries Public, Sheriffs, Deputy Sheriffs and similar public officials.
3. Bonds on behalf of contractors in connection with bids, proposals or contracts.

In Witness Whereof, the said **FEDERAL INSURANCE COMPANY** has, pursuant to its By-Laws, caused these presents to be signed by its Vice President and Assistant Secretary and its corporate seal to be hereto affixed this 1st day of May 19 90



Richard D. O'Connor

Assistant Secretary

STATE OF NEW JERSEY
County of Somerset

SS.

FEDERAL INSURANCE COMPANY

By

James D. Dixon

Vice President

On this 1st day of May 19 90, before me personally came Richard D. O'Connor to me known and by me known to be Assistant Secretary of the **FEDERAL INSURANCE COMPANY**, the corporation described in and which executed the foregoing Power of Attorney, and the said Richard D. O'Connor being by me duly sworn, did depose and say that he is Assistant Secretary of the **FEDERAL INSURANCE COMPANY** and knows the corporate seal thereof, that the seal affixed to the foregoing Power of Attorney is such corporate seal and was thereto affixed by authority of the By-Laws of said Company, and that he signed said Power of Attorney as Assistant Secretary of said Company by like authority; and that he is acquainted with James D. Dixon and knows him to be the Vice President of said Company and that the signature of said James D. Dixon subscribed to said Power of Attorney is in the genuine handwriting of said James D. Dixon and was thereto subscribed by authority of said By-Laws and in deponent's presence.

Notarial Seal:



STATE OF NEW JERSEY
County of Somerset

SS.

Acknowledged and Sworn to before me
on the date above written.

Janet A. Scavone
Notary Public

CERTIFICATION

JANET A. SCAVONE
Notary Public State of New Jersey
No. 2066520
Commission Expires October 2, 1994

I, the undersigned, Assistant Secretary of the **FEDERAL INSURANCE COMPANY**, do hereby certify that the following is a true excerpt from the By-Laws of the said Company as adopted by its Board of Directors on March 2, 1990 and that this By-Law is in full force and effect.

"ARTICLE XVIII.

Section 2. All bonds, undertakings, contracts and other instruments other than as above for and on behalf of the Company which it is authorized by law or its charter to execute, may and shall be executed in the name and on behalf of the Company either by the Chairman or the Vice Chairman or the President or a Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations, except that any one or more officers or attorneys-in-fact designated in any resolution of the Board of Directors or the Executive Committee, or in any power of attorney executed as provided for in Section 3 below, may execute any such bond, undertaking or other obligation as provided in such resolution or power of attorney.

Section 3. All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the Vice Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, Vice Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I further certify that said **FEDERAL INSURANCE COMPANY** is duly licensed to transact fidelity and surety business in each of the States of the United States of America, District of Columbia, Puerto Rico, and each of the Provinces of Canada with the exception of Prince Edward Island; and is also duly licensed to become sole surety on bonds, undertakings, etc., permitted or required by law.

I, the undersigned Assistant Secretary of **FEDERAL INSURANCE COMPANY**, do hereby certify that the foregoing Power of Attorney is in full force and effect.

Given under my hand and the seal of said Company at Warren, N.J., this 2ND day of APRIL 19 92

Corporate Seal



Assistant Secretary

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